

JAN 18 '12 -9 53 AM

SURFACE TRANSPORTATION BOARD

# FIRST UNION RAIL

One O'hare Centre  
6250 River Rd, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

**VIA UPS 2<sup>nd</sup> DAY AIR**

January 12, 2012

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated January 4, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 28085.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 N. River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Alabama Power Company  
600 North 18<sup>th</sup> Street  
Birmingham, AL 35203

A description of the railroad equipment covered by the enclosed document is for one hundred nineteen (119) hopper cars having JHMX marks (see Exhibit A for specific car numbers).

A short summary of the document to appear in the index follows:                      Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunfee  
Senior Rail Documentation Specialist

Enclosures

(ALPC006)

ASSGN. NO.: ALPC006

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## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 4<sup>th</sup> day of January, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Alabama Power Company ("Lessee"), an Alabama corporation.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 31, 2009, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 4 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 1, 2012, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their duly authorized employees as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]Name: JOHN J. THOMAS  
PRESIDENTBy: Susan Grokulska

Title: \_\_\_\_\_

Name: SUSAN GROKULSKY  
ASSISTANT DIRECTOR  
Title: OF DOCUMENTATIONExecuted on this 4<sup>th</sup> day of January 2012

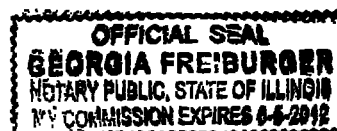
[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 4<sup>th</sup> day of January, 2012.[Signature]  
Notary Public

My Commission Expires:

6-2012  
(Notary Public)

**LESSEE:**

ALABAMA POWER COMPANY  
By Southern Company Services, Inc., Its Agent

ATTEST:

By: Amy Stephens  
Name: Amy Stephens  
Title: Sr. Secretary

By: [Signature]  
Name: Tony Reed  
Title: Fac Mgr. APC

Executed on this 27<sup>th</sup> day of December, 2011.

[CORPORATE SEAL]

STATE OF Alabama  
COUNTY OF Jefferson

I, Amy Stephens, a Notary Public of the County and State aforesaid,  
certify that Tony Reed personally appeared before me this day and  
acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 27 day of December, 2011

[Signature]  
Notary Public

My Commission Expires:

May 29 2013  
(Notary Public)

My Commission Expires  
May 29, 2013

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

**NUMBER OF CARS:** One hundred nineteen (119)

**DESCRIPTION OF CARS:** Aluminum automatic discharge Open Top Hopper Cars, 286 GRL,  
with rotary couplers (K341).

**CAR NUMBERS:**

JHMX 005126	JHMX 005157	JHMX 005188	JHMX 005222
JHMX 005127	JHMX 005158	JHMX 005189	JHMX 005223
JHMX 005128	JHMX 005159	JHMX 005192	JHMX 005224
JHMX 005129	JHMX 005160	JHMX 005193	JHMX 005225
JHMX 005130	JHMX 005161	JHMX 005194	JHMX 005226
JHMX 005131	JHMX 005162	JHMX 005195	JHMX 005227
JHMX 005132	JHMX 005163	JHMX 005197	JHMX 005228
JHMX 005133	JHMX 005164	JHMX 005198	JHMX 005229
JHMX 005134	JHMX 005165	JHMX 005199	JHMX 005230
JHMX 005135	JHMX 005166	JHMX 005200	JHMX 005231
JHMX 005136	JHMX 005167	JHMX 005201	JHMX 005232
JHMX 005137	JHMX 005168	JHMX 005202	JHMX 005233
JHMX 005138	JHMX 005169	JHMX 005203	JHMX 005234
JHMX 005139	JHMX 005170	JHMX 005204	JHMX 005235
JHMX 005140	JHMX 005171	JHMX 005205	JHMX 005236
JHMX 005141	JHMX 005173	JHMX 005206	JHMX 005237
JHMX 005142	JHMX 005174	JHMX 005207	JHMX 005238
JHMX 005143	JHMX 005175	JHMX 005208	JHMX 005239
JHMX 005144	JHMX 005176	JHMX 005209	JHMX 005240
JHMX 005145	JHMX 005177	JHMX 005211	JHMX 005241
JHMX 005146	JHMX 005178	JHMX 005212	JHMX 005242
JHMX 005147	JHMX 005179	JHMX 005213	JHMX 005243
JHMX 005148	JHMX 005180	JHMX 005214	JHMX 005244
JHMX 005150	JHMX 005181	JHMX 005215	JHMX 005245
JHMX 005151	JHMX 005182	JHMX 005216	JHMX 005246
JHMX 005152	JHMX 005183	JHMX 005217	JHMX 005247
JHMX 005153	JHMX 005184	JHMX 005218	JHMX 005248
JHMX 005154	JHMX 005185	JHMX 005219	JHMX 005249
JHMX 005155	JHMX 005186	JHMX 005220	JHMX 005250
JHMX 005156	JHMX 005187	JHMX 005221	